

# EXHIBIT B

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10 Attorneys for Third Party XMOTORS.ai. INC.

11 UNITED STATES DISTRICT COURT  
12 NORTHERN DISTRICT OF CALIFORNIA  
13 SAN FRANCISCO DIVISION  
14

15 TESLA, INC., a Delaware corporation,  
16 Plaintiff,  
17 v.  
18 GUANGZHI CAO, an individual  
19 Defendant.  
20

Case No. 19-cv-01463-VC

**THIRD PARTY XMOTORS.ai. INC.'S  
OBJECTIONS AND RESPONSES TO  
PLAINTIFF TESLA, INC.'S SUBPOENA  
TO PRODUCE DOCUMENTS,  
INFORMATION, OR OBJECTS OR TO  
PERMIT INSPECTION OF PREMISES IN  
A CIVIL ACTION**

Pursuant to Rule 45 of the Federal Rules of Civil Procedure Third Party XMotors.ai Inc. (“XMotors”) states its objections to Plaintiff’s Subpoena to Produce Document, Information, or Objects or to Permit Inspection of Premises in a Civil Action (“Subpoena”) to XMotors.ai, which was served on November 6, 2019.

### **PRELIMINARY STATEMENT**

1. XMotors has attempted in good faith to respond to the Subpoena. These responses are based on information currently available. XMotors is continuing its efforts to locate documents potentially responsive to the Subpoena, and will produce such documents, if any, within a reasonable time frame and following a good faith meet and confer.

2. XMotors reserves the right to change or supplement these responses if different or additional responsive information is forthcoming.

3. To the extent XMotors adopts any term or definition that appears in the Subpoena, the term or definition is adopted solely for convenience and solely for purposes of a particular Response, and XMotors does not accept or concede that any such terms or definitions are accurate. Further, XMotors’ response may not be interpreted as conceding the truth of any factual or legal assertion or implication contained in the Subpoena.

### **GENERAL OBJECTIONS**

1. XMotors objects to each document request to the extent it seeks information protected from disclosure by the attorney-client privilege, the work product privilege, the common interest privilege, or any other privilege (with “privilege” for the purpose of this response being defined broadly to include doctrines, protections, immunities, and any other legal principle that functions similarly to a privilege even if technically named something else). XMotors will provide information that it believes is non-privileged and is otherwise properly discoverable. By providing such information, XMotors does not waive any privilege. To the extent that a document request may be construed as seeking such privileged information, XMotors hereby claims such privilege. The fact that XMotors may specifically

1 object to a particular document request on the ground that it seeks privileged documents or information  
2 shall not be deemed a waiver of any privilege with respect to any other document request.

3 2. XMotors objects to the document requests to the extent they are vague and/or ambiguous.  
4 Where possible, XMotors will make reasonable assumptions as to the intended meaning and will  
5 respond accordingly, while preserving its objections as to vagueness and/or ambiguity.

6 3. XMotors objects to the document requests to the extent they are overbroad, unduly  
7 burdensome, or harassing and/or seek documents that are neither relevant nor reasonably calculated to  
8 lead to the discovery of admissible evidence.

9 4. XMotors objects to the document requests to the extent they seek documents that are  
10 publicly available and/or within Defendant's possession, custody, or control and/or are equally available  
11 to Defendant.

12 5. XMotors objects to the document requests to the extent they purport to require XMotors  
13 to produce documents not within its possession, custody, or control.

14 6. XMotors objects to the document requests to the extent any one or more of them is  
15 repetitive and/or duplicative. XMotors will produce documents only once.

16 7. XMotors objects to the Subpoena on the ground it is unduly burdensome on XMotors, a  
17 non-party, and purports to impose significant expense upon XMotors. *See, e.g., Legal Voice v. Stormans,*  
18 *Inc.*, 738 F.3d 1178, 1184-1185 (9<sup>th</sup> Cir. 2013). Plaintiff's Subpoena fails to take reasonable steps to  
19 avoid imposing undue burden or expense upon XMotors.

20 8. XMotors objects to the Subpoena to the extent that it seeks documents that would be  
21 within the custody or control of parties to this action, and thus can be and should be obtained directly  
22 from the parties rather than from XMotors – a non-party. *See, e.g., Soto v. Castlerock Framing &*  
23 *Transport, Inc.*, 282 F.R.D. 492, 505 (E.D. Cal. 2012); *Nidec Corp. v. Victor Co. of Japan*, 249 F.R.D.  
24 575, 577 (N.D. Cal. 2007). XMotors should not be required to incur the expense of producing  
25 documents that can be obtained from the parties. Thus, XMotors objects to the production of any  
26 documents that can be more conveniently obtained from, or less expensively obtained from, the parties.

27 9. To the extent that XMotors is subsequently required to produce documents in response to  
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1 the Subpoena, XMotors will produce such documents only upon simultaneous payment of its reasonable  
2 costs in responding to the Subpoena.

3 10. In producing documents in response to the Subpoena, XMotors does not intend to waive  
4 any privilege or objection in the above-captioned action or in any other actions, including, but not  
5 limited to, any objection to the competency, relevance, materiality, or admissibility of any of the  
6 Requests, XMotors' responses thereto, or their subject matter. Further, no admissions (incidental,  
7 implied, or otherwise) are intended by any such responses, including, without limitation, that any  
8 statement or characterization in any of the Requests is accurate or complete. In addition, the fact that  
9 XMotors may respond to any of the Requests should not be taken as an admission that XMotors accepts  
10 or admits the existence of any documents, things, or matters presumed by such Requests. The fact that  
11 XMotors may respond to part or all of the Requests is not intended to be, and shall not be construed to  
12 be, a waiver by XMotors of any part of any objection to any such Request.

13 11. XMotors objects to the document requests to the extent they seek confidential  
14 information protected from disclosure under common law, statutory or constitutional rights to privacy.  
15 XMotors will produce documents containing such information pursuant to the terms of the protective  
16 order entered by the Court in this matter.

17 12. XMotors objects to the document requests to the extent they seek documents or  
18 information that is the subject of a confidentiality agreement, non-disclosure agreement, or order  
19 involving persons and entities that are not parties to the pending proceedings. XMotors will produce  
20 such documents, if any, only upon agreement of the relevant third party(ies) or an order from the Court.

21 13. XMotors objects to the document requests to the extent they call for production of  
22 electronically stored information ("ESI") from any source that is not reasonably accessible, including  
23 without limitation computer and network activity logs; data on hard drives; backup data; data on  
24 removable; computer storage media such as tapes, disks, and cards; and data within databases that  
25 cannot be extracted in the form requested without customer programming.

26 14. XMotors objects to the document requests to the extent they specify the time and manner  
27 of production. XMotors will produce documents as soon as reasonably practicable, in a manner designed  
28

1 to maximize efficiency for all parties.

2 15. XMotors incorporates by reference all of these general objections into each specific  
3 response below.

#### 4 **OBJECTIONS TO DEFINITIONS**

5 1. XMotors objects to the definition of “XMotors” insofar as it purports to include  
6 additional persons, corporate entities, or affiliates of XMotors that are not under XMotors’ control  
7 and/or are wholly separate entities.

8 2. XMotors objects to the definition “PERSON” insofar as that definition purports to  
9 include individuals, persons, firms, associations, partnerships, organizations, joint ventures, businesses,  
10 trusts, limited liability companies, corporations, or other entities that are not subject to XMotors’  
11 control.

#### 12 **RESPONSES AND OBJECTIONS TO REQUESTS FOR PRODUCTION**

13 **Request No. 1:** Forensic images of all electronic devices that XMOTORS provided to Guangzhi Cao for  
14 his use while employed at XMOTORS.

#### 15 **RESPONSE TO REQUEST NO. 1:**

16 Subject to the general objections above, XMotors has produced an image of the work laptop  
17 XMotors provided to Dr. Cao to Tesla early in June 2019.

18 **Request No. 2:** All WeChat messages between Guangzhi Cao and any PERSON from June 1, 2018 to  
19 present.

#### 20 **RESPONSE TO REQUEST NO. 2:**

21 XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to  
22 lead to the discovery of admissible evidence. XMotors further objects to this request to the extent it  
23 seeks information regarding Dr. Cao communications with XMotors representatives related to this  
24 litigation which are protected by the joint defense privilege. XMotors further objects to this request to  
25 the extent it seeks private communications between Dr. Cao and others to which XMotors has no access  
26 or control. XMotors further objects to this request as Tesla, not XMotors, has the images of Dr. Cao’s  
27 personal devices since May 2019 thus such information is in the possession and control of Tesla, not  
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1 XMotors. XMotors has also produced WeChat messages between Dr. Cao and XMotors employees  
 2 Judy Cheng and Xinzhou Wu from their initial conversation until March 21, 2019, the day the lawsuit  
 3 was filed. XMotors has also produced WeChat messages where Dr. Cao was part of a few WeChat  
 4 groups among XMotors and Xiaopeng employees for work purposes.

5 Subject to the general and specific objections above, XMotors has produced and will produce  
 6 any WeChat messages pertaining to Tesla, Autopilot, or Dr. Cao's work performed for XMotors that are  
 7 in its possession, custody or control.

8 **Request No. 3:** All emails sent or received by Guangzhi Cao using any XMOTORS email account, from  
 9 January 1, 2019, to present concerning TESLA, AUTOPILOT, or the work performed by Guangzhi Cao  
 10 for XMOTORS.

11 **RESPONSE TO REQUEST NO. 3:**

12 XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to  
 13 lead to the discovery of admissible evidence. XMotors further objects to this request to the extent it  
 14 seeks information regarding Dr. Cao communications with XMOTORS representatives related to this  
 15 litigation which are protected by the joint defense privilege. XMotors further objects to this request  
 16 because it produced to Tesla in August 2019 all emails, from both Dr. Cao's XMotors email account and  
 17 Xiaopeng email account, between Dr. Cao and his co-workers from the day he started his work and the  
 18 day the lawsuit was filed March 21, 2019. Afterwards, Dr. Cao either had no or restricted access to his  
 19 work emails or was on leave.

20 Subject to the general and specific objections above, XMotors has produced and will produce  
 21 any additional, responsive, non-privileged emails in its possession, custody or control following a  
 22 diligent search and inquiry.

23 **Request No. 4:** All emails between Guangzhi Cao (using any non-XMOTORS email accounts,  
 24 including but not limited to guangzhicao@gmail.com) and any PERSON then employed by  
 25 XMOTORS, from January 1, 2018 to present.

26 **RESPONSE TO REQUEST NO. 4:**

27 XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to  
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1 lead to the discovery of admissible evidence. XMotors further objects to this request to the extent it  
2 seeks information regarding Dr. Cao communications with XMOTORS representatives related to this  
3 litigation which are protected by the joint defense privilege. XMotors further objects to this request  
4 because Tesla has had access to all Dr. Cao's personal emails accounts, Dr. Cao's personal devices, and  
5 Dr. Cao's work laptop for several months. Tesla, not XMotors, has possession or control of the  
6 information requested. XMotors has also produced to Tesla in August 2019 all the emails between Dr.  
7 Cao and his co-workers in both his XMotors and Xiaopeng email accounts.

8 Subject to the general and specific objections above, XMotors has produced and will produce  
9 any responsive, non-privileged emails in its possession, custody and control following a diligent search  
10 and inquiry.

11 **Request No. 5:** All Dingtalk messages between Guangzhi Cao and any PERSON, from January 1, 2019  
12 to present, concerning TESLA, AUTOPILOT, or the work performed by Guangzhi Cao for  
13 XMOTORS.

14 **RESPONSE TO REQUEST NO. 5:**

15 XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to  
16 lead to the discovery of admissible evidence. XMotors further objects to this request to the extent it  
17 seeks information regarding Dr. Cao communications with XMOTORS representatives related to this  
18 litigation which are protected by the joint defense privilege. XMotors further objects to this request  
19 because Tesla has had access to Dr. Cao's work laptop, on which the Dingtalk messages are resided, for  
20 several months. Tesla has possession of the information requested.

21 Subject to the general and specific objections above, XMotors will produce responsive, non-  
22 privileged Dingtalk messages that are still available on the work laptops of Dr. Cao's team members and  
23 any direct report(s).

24 **Request No. 6:** All DOCUMENTS concerning Guangzhi Cao created or modified before January 14,  
25 2019, including but not limited to communications between YOU and Guangzhi Cao and YOUR  
26 DOCUMENTS and communications about Guangzhi Cao.



**RESPONSE TO REQUEST NO. 6:**

XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to the general and specific objections above, XMotors will produce responsive, non-privileged communications and documents in its possession, custody and control.

**Request No. 7:** DOCUMENTS sufficient to describe the compensation of any kind (including salary, other monetary compensation, equity, and benefits of any kind) XMOTORS provides to employees whose job functions include technical or engineering work on XMOTORS' autonomous driving technology.

**RESPONSE TO REQUEST NO. 7:**

XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. XMotors further objects to this request insofar as it calls for confidential, private information that is protected from disclosure under the California Constitution, common law, and statutory rights to privacy.

Subject to the general and specific objections above, XMotors will produce non-privileged, anonymized documents sufficient to demonstrate compensation information for XMotors employees with positions and experience levels comparable to or higher than that of Dr. Cao.

**Request No. 8:** DOCUMENTS sufficient to describe the compensation of any kind (including salary, other monetary compensation, equity, and benefits of any kind) XMOTORS provided to employees with the job title "Head."

**RESPONSE TO REQUEST NO. 8:**

XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. XMotors further objects that the word "Head" is vague and ambiguous. XMotors further objects to this request insofar as it calls for confidential, private information that is protected from disclosure under the California Constitution, common law, and statutory rights to privacy.

Subject to the general and specific objections above, XMotors will produce non-privileged,

1 anonymized documents sufficient to demonstrate compensation information for XMotors employees  
2 with positions and experience levels comparable to or higher than that of Dr. Cao.

3 **Request No. 9:** DOCUMENTS sufficient to IDENTIFY everything of value XMOTORS has provided  
4 to Guangzhi Cao, including but not limited to cash compensation, restricted stock units (RSUs), other  
5 securities, mortgage assistance, student loan repayment, and in-kind compensation, such as a car.

6 **RESPONSE TO REQUEST NO. 9:**

7 XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to  
8 lead to the discovery of admissible evidence. XMotors further objects to this request to the extent Tesla  
9 already has received such information from Dr. Cao. XMotors further objects to this request insofar as  
10 it calls for confidential, private information that is protected from disclosure under the California  
11 Constitution, common law, and statutory rights to privacy.

12 Subject to the above general and specific objections, XMotors will produce documents sufficient  
13 to establish Dr. Cao's total compensation package.

14 **Request No. 10:** All presentations that Guangzhi Cao authored or contributed to between January 14,  
15 2019 and the present.

16 **RESPONSE TO REQUEST NO. 10:**

17 XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to  
18 lead to the discovery of admissible evidence. XMotors further objects to this request to the extent Tesla  
19 already has received such information from Dr. Cao. XMotors further objects to this request because all  
20 such presentations, if any, are contained in Dr. Cao's work emails XMotors produced, and/or on his  
21 work laptop, which Tesla has an image.

22 Subject to the above general and specific objections, XMotors has already produced, and will  
23 produce, any presentation Dr. Cao authored or contributed insofar as any additional documents are  
24 located in response to this request.

25 **Request No. 11:** All source code that Guangzhi Cao authored or contributed to between January 14,  
26 2019 and the present.

**RESPONSE TO REQUEST NO. 11:**

XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. XMotors states that Dr. Cao did not author or contribute to any source code from January 14, 2019 to present and therefore has no documents responsive to this request.

**Request No. 12:** All DOCUMENTS discussing or incorporating TESLA's AUTOPILOT technology created or modified between November 1, 2018 and the present.

**RESPONSE TO REQUEST NO. 12:**

XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. XMotors further objects to this request to the extent Tesla already has received such information from Dr. Cao. XMotors further objects to this request because all such documents, if any, are contained in Dr. Cao's work emails XMotors produced, and/or on his work laptop, which Tesla has an image. XMotors states that it has previously conducted an internal search and discovered no documents responsive to this request except for any such documents contained within the emails already produced to Tesla.

Subject to the general and specific objections above, XMotors will conduct additional searches for and produce responsive documents referring either to Dr. Cao and Tesla or Dr. Cao and AUTOPILOT that were created or modified between November 1, 2018 and the present.

**Request No. 13:** All DOCUMENTS mentioning the following PERSONS, created or modified between June 1, 2018 and the present:

- Abhishek Bhatia
- Adithya Ganesh
- Aimee Pham
- Akshay Khatri
- Albert Haque
- Amani Peddada
- Andrew Lavin

- 1 • Andrew Luo
- 2 • Ankit Bhagatwala
- 3 • Ashok Elluswamy
- 4 • Bharath Comandur
- 5 • Cameron Schaeffer
- 6 • Chris Payne
- 7 • Dhaval Shroff
- 8 • Enliang Zheng
- 9 • Fabio Aguilera-Convers
- 10 • Farzad Khorasani
- 11 • Frank Havlak
- 12 • Gang Pan
- 13 • Hon Leung Lee
- 14 • Hsin-I Chen
- 15 • I-Te Hung
- 16 • James Musk
- 17 • Joe Polin
- 18 • John Emmons
- 19 • Junli Gu
- 20 • Kate Park
- 21 • Kevin Chin
- 22 • Lane McIntosh
- 23 • Mahdi Abavisani
- 24 • Matthew Bauch
- 25 • Micael Carvalho
- 26 • Milan Kovac
- 27 • Neil Wadhvana

- 1 • Nikhil Nakhate
- 2 • Philip Lee
- 3 • Remi Cadene
- 4 • Russell Kaplan
- 5 • Sanjeev Satheesh
- 6 • Sara Miller
- 7 • Scott Gray
- 8 • Simon Hewat
- 9 • Steve Hu
- 10 • Swupnil Sahai
- 11 • Tae Eun Choe
- 12 • Tal Stramer
- 13 • Tianjun Xiao
- 14 • Vaibhav Dedhia
- 15 • Vincent Chen
- 16 • Xiaolin Lin
- 17 • Xujie Zhang
- 18 • Yilin Yang
- 19 • Yong-Dian Jian
- 20 • Yongxi Lu
- 21 • Yue Wu
- 22 • Yushi Wang
- 23 • Yutian Li
- 24 • Zhenhua Yu

**RESPONSE TO REQUEST NO. 13:**

XMotors objects to this request as overly broad, burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. XMotors further objects to this request insofar as it calls for confidential, private information that is protected from disclosure under the California Constitution, common law, and statutory rights to privacy.

**Request No. 14:** DOCUMENTS sufficient to identify the PERSONS to whom Guangzhi Cao has directly reported at XMOTORS and all PERSONS who have directly or indirectly reported to Guangzhi Cao at XMOTORS.

**RESPONSE TO REQUEST NO. 14:**

XMotors objects to this request as overly broad, burdensome, irrelevant to the issue of this case and unlikely to obtain discoverable information.

Subject to the above general and specific objections, XMotors will produce an organizational chart or other document sufficient to identify team members for the team in which Dr. Cao was working from January 14, 2019 to March 21, 2019.

1 DATED: December 4, 2019

RIMON, P.C.

2  
3  
4 By: /s/ Zheng Liu

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13 Attorneys for Third Party

XMOTORS.ai. INC.

**PROOF OF SERVICE**

I, Zheng Liu, am over the age of 18 and not a party to this action. My place of business is 800 Oak Grove Avenue, Suite 250, Menlo Park, CA 94025. On December 4, 2019, I served the following attached document(s):

**1. THIRD PARTY XMOTORS.ai. INC.'S OBJECTIONS AND RESPONSES TO PLAINTIFF TESLA, INC.'S SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS OR TO PERMIT INSPECTION OF PREMISES IN A CIVIL ACTION**

on the person(s) listed below in the following manner/s:

**[X] BY ELECTRONIC MAIL.** I sent the persons below copies of the documents via electronic mail at the email addresses below.

The following party was served the above-referenced document(s):

Fred Norton (SBN 224725)  
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THE NORTON LAW FIRM PC  
299 Third Street, Suite 106  
Oakland, California 94607  
Telephone: 510.906.4900  
Facsimile: 510.906.4910

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

DATED: December 4, 2019

/s/ Zheng Liu  
Zheng Liu